#### FORM D

SEC Mail Processing Section

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATATION D,

FORM D

Washington, DC

SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

S	EC USE O	NLY						
Prefix		Serial						
D.	DATE RECEIVED							

Name of Offering ( check if this is Enterprise RB Fund I, L.P.	an amendment and name has changed, and indicate cl	hange.)	
Filing Under (Check box(es) that apply): Type of Filing:  New Filing	Rule 504 Rule 505 Rule 506 Section Amendment	4(6) ULOE	
	A. BASIC IDENTIFICATION DAT	`A	
Enter the information requested abor	ut the issuer		
Name of Issuer ( check if this is Enterprise RB Fund I, L.P.	an amendment and name has changed, and indicate cl	hange.)	08051952
Address of Executive Offices 10227 Wincopin Circle, Suite 810, Colum	(Number and Street, City, State, Zip Code) bia, MD 21044	Telephone Number (In (410) 964-0552	cluding Area Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (In-	cluding Area Code)
rehabilitation credit under Sections 42 and	ential rental properties that qualify for the low income 47 of the Internal Revenue Code of 1986, respective		
Type of Business Organization  corporation  business trust	☐ limited partnership, already formed limited partnership, to be formed	other (please special	PROCESSED
	Month Year or Organization: <u>04 08</u> 図 Actual ☐ E ion: (Enter two-letter U.S. Postal Service abbreviatio CN for Canada; FN for other foreign juri	n for State:	THOMSON REUTERS
GENERAL INSTRUCTIONS			
Federal: Who Must File: All issuers making an off 15 U.S.C. 77d(6).	fering of securities in reliance on an exemption under	Regulation D or Section 4(6	5). 17 CFR 230.501 et seq. or
Securities and Exchange Commission (SE	o later than 15 days after the first sale of securities (C) on the earlier of the date it is received by the SEC te it was mailed by United States registered or certifie	C at the address given below	
Where to File: U.S. Securities and Exchar	nge Commission, 450 Fifth Street, N.W., Washington	, D.C. 20549.	
must be photocopies of the manually signe		, ,	
Information Required: A new filing mus changes thereto, the information requested Appendix need not be filed with the SEC.	at contain all information requested. Amendments r in Part C, and any material changes from the inform	need only report the name of ation previously supplied in I	f the issuer and offering, any Parts A and B. Part E and the
Filing Fee: There is no federal filing fee.			
ULOE and that have adopted this form. It are to be, or have been made. If a state re	ce on the Uniform Limited Offering Exemption (ULC) ssuers relying on ULOE must file a separate notice vequires the payment of a fee as a precondition to the effect in the appropriate states in accordance with states.	with the Securities Administrated claim for the exception, a fe	ator in each state where sales ee in the proper amount shall
	ATTENTION		
Failure to file notice in the appr to file the appropriate federal n	copriate states will not result in a loss of notice will not result in a loss of availab		
predicated on the filing of a fede	eral notice.		

### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years. Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Enterprise Community Investment, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 10227 Wincopin Circle, Suite 810, Columbia, MD 21044 Promoter Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) See Attachment Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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			В,	INFORMA'	TION ABOU	T OFFERING	<u>G</u>			
I.	Has the issuer	Yes	No ⊠							
		Ans	swer also in App	endix, Colum	n 2, if filing u	nder ULOE.				
2.	What is the m	inimum investment th	at will be accept	ed from any ir	ndividual?	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$ <u>1,00</u>	0,000	
3.	Does the offer	ring permit joint owne	rship of a single	unit?				Yes	No ⊠	
4.	Enter the inf	ormation requested for	or each person	who has bee	n or will be	paid or giver	n, directly or indirectly,	any N/A		
	person to be states, list the	listed is an associated	person or agent or dealer. If mo	t of a broker ore than five (	or dealer regi: (5) persons to	stered with th be listed are	securities in the offering. e SEC and/or with a sta associated persons of su	ite or		
Full N	lame (Last nan	ne first, if individual)								-
Busin	ess or Residen	ce Address (Number a	nd Street, City, S	State, Zip Cod	e)					
Name	of Associated	Broker or Dealer						,		
States	in Which Pers	on Listed Has Solicite	d or Intends to S	Solicit Purchas	ers					
		tates" or check individ	- —	······			<u></u> <u></u>		All States	
	L	□ AZ □ AR	CA CA		СТ	DE	DC FL	□ GA	HI	
	N	□ IA □ KS	KY	LA	□ ME	MD	MA MI	MM	□MS	□MO
М	T   NE	□ NV □ NH	ΪП	□ NM	NY	☐ NC	□ ND 図OH	OK	OR	□PA
R			] DTX	UT	□ VT	□ VA	□WA □WV	□[Wi]	□WY	□ PR
Full N	lame (Last nam	ne first, if individual)								
Busin	ess or Residen	ce Address (Number a	nd Street, City, S	state, Zip Cod	e)					
Name	of Associated	Broker or Dealer	<u> </u>			<u></u>				
States	in Which Pers	on Listed Has Solicite	d or Intends to S	olicit Purchas	ers		·			
	•	tates" or check individ	lual States)						All States	
□ [A]	L	□ AZ □ AR	] [CA	□ co	СТ	DE	DC FL	□GA	□НІ	□ ID
		□ IA □ KS	] □[KY]	LA	☐ ME	□ MD	□MA □MI	□ MN	☐ MS	МО
М	T DNE	□ NV □ NH	[נא]		□ NY	□ NC	□ND □OH	ОК	OR	□PA
Foll N		SD TN ne first, if individual)	TX	UT	□ VT	□ VA		□ Wi	□ WY	□ PR
	tane (Bast nai)									
Busine	ess or Residence	e Address (Number a	nd Street, City, S	State, Zip Cod	c)					<u>-</u>
Name	of Associated	Broker or Dealer								
States	in Which Pers	on Listed Has Solicite	d or Intends to S	alicit Purchae	ers	<del>.</del> .			•	
Dillios		tates" or check individ			···				All States	
	L DAK	□ AZ □ AR			CT	DE	DC FL	□GA	HI	
		□ IA □ KS	]   KY	LA	□ ME	MD	□MA □MI	□ MN	☐ MS	□МО
	T   NE	□NV □NH	<u> </u>	□NM	NY	□ NC	□ND □OH	□ OK	OR	□PA
$\square$ R		□ SD □ TN	] □[TX]	UT	□ VT	□ VA	□WA □WV	□ WI	□ WY	□ PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount alresold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, of this box and indicate in the columns below the amounts of the securities offered for exchange already exchanged.	ieck	
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$3,000,000,000	\$300,000,000
			¢
	Other (Specify)	\$	•
	Total	\$3, <u>000,000,000</u>	\$300,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indit the number of persons who have purchased securities and the aggregate dollar amount of t purchases on the total lines. Enter "0" if answer is "none" or "zero."	cate	
	parentases on the total lines. Effect V 11 mighter is mone of zero.	Number	Aggregate
		Investors	Dollar Amount of Purchases
	Accredited Investors	1	\$ <u>300,000,000</u>
	Non-accredited Investors	0	<u> </u>
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all second by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part $C$ – Question 1.	ne first  Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		<u>\$</u>
	Regulation A		<u>s</u>
	Rule 504		<u>\$</u>
	Total		\$
	10/21		
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution securities in this offering. Exclude amounts relating solely to organization expenses of the insure information may be given as subject to future contingencies. If the amount of an expenditure known, furnish an estimate and check the box to the left of the estimate.	r. The	
	Transfer Agent's Fees	X	\$
	Printing and Engraving Costs	X	\$
	Legal Fees	<b>\</b>	\$_80,000
	Accounting Fees	X	s
	Engineering Fees	<b>X</b>	s
	Sales Commissions (specify finders' fees separately)		<b>s</b>
	Other Expenses (identify) bridge loan fees and expenses	X	\$_220,000 <u></u>
	Total	_	\$_300,000

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USI	E OF PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C – Que and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjuste proceeds to the issuer."	d gross	\$ 299,700.00
•	Indicate below the amount of the adjusted gross proceed to the issuer use or proposed to be used to of the purposes shown. If the amount for any purpose is not known, furnish an estimate and chook to the left of the estimate. The total of the payments listed must equal the adjusted gross proceed to the issuer set forth in response to Part C — Ouestion 4.5 above.	eck the	
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Sataries and fees	<b>⊠\$24,000,000</b>	<b>Ø</b> \$
	Purchase of Real Estate	<b>ES</b>	 \S
	Purchase, rental or leasing and installation of machinery and equipment	12052(2)	<b>S</b> \$
	Construction or leasing of plant buildings and facilities	<b>X</b> \$	<b>E</b> \$
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	图\$	íXIS_
	Repayment of indebtedness	<b>(X)</b> S	ESS
	Working capital	<b>XIS</b>	⊠\$10,500,000
	Other (specify): Expenses incurred in connection with the acquisition of properties	<b>X</b> \$	XIS 3,000,000
	Investments through the acquisitions of limited partnership interests in low income housing projects	<b>XIS</b>	⊠ <u>\$262.200.000</u>
	Column Totals	⊠\$24,000,000	⊠ \$ <u>275,700.000</u>
	Total Payments Listed (column totals added)	<b>(2)</b>	99,700.000
	D. FEDERAL SIGNATURE		

Issuer (Print or Type)
Enterprise RB Fund I, L.P.

Name of Signer (Print or Type)

Dudys M. Able III

Signature

Of Signer (Print or Type)

of Enterprise Community Investment, Inc., General Partner of Issuer

**ATTENTION** 

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C 1001.)

	E. STATE SIGNATURE	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification  Your provisions of such rule?	s No
	See Appendix, Column 5, for state response.	
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notion on Form D (17 CFR 239.500) at such times as required by state law.	ce is filed:
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, i furnished by the issuer to offerees.	nformatio
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understan issuer claiming the availability of the exemption has the burden of establishing that these conditions have been	ds that th
he issue ie under	per has read this notification and knows the contents to be true and has duly caused this notice to be signed on it ersigned duly authorized person.	s behalf b
	Print or Type) se RB Fund L L.P.  Date 6/3/07	
	Title (Pint or Type)  Title (Pint or Type)  SUP  of Enterprise Community Investment, Inc., General Palester  Issuer	rtner of
nstructio	lssucr	

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX									
1	Intend to non-acc investors (Part B-	o sell to credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	4  Tinvestor and rchased in State C-Item 2)	sed in State waiver granted		E (if yes, anation of ranted)
State	Yes	No	LP Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR				-					
CA				:					
СО									
СТ			•						
DE									
DC									
FL									
GA									
ні									
ID									
IL					1	,			
IN									
IA							,		
KS									
KY									
LA									
ME					-				
MD									
МА									
MI									
MN									
MS									

				API	PENDIX				
1	Intend t non-acc investors (Part B-	o sell to credited in State	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualifica State ULO attach expla waiver g (Part E-1	tion under E (if yes, anation of ranted)
State	Yes	No	LP Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
МО									
МТ		. 🗆							
NE									
NV									
NH									
NJ ·									
NM									
NY									
NC									
ND									
ОН									
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OR									
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TX		区	\$300,000,000	1	\$300,000,000	0	0		X
UT				, , -					
VT									
VA.			-						
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WI						"			

			•	APP	PENDIX					
1	- 2	2	3				5			
	Intend to non-acco investors (Part B-	redited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State					E (if yes, anation of ranted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
WY										
PR										

#### AMENDED FORM D

#### ATTACHMENT TO (A) BASIC IDENTIFICATION DATA

Listed below are the names of the Directors and Executive Officers of Enterprise Community Investment, Inc., the promoter and sole general partner of the issuer, Enterprise RB Fund I, L.P.

#### Directors:

Laura Bailey

Richard O. Berndt

David R. Bock

Barry C. Curtis

Jeffrey H. Donahue

Gary Gensler

W. Kimball Griffith

Arlene Isaacs-Lowe

Doris Koo

David Leopold

Marilyn Melkonian

Mary K. Reilly

Lee Rosenberg

Patricia T. Rouse

Jerome D. Smalley

Thomas J. Watt

Thomas W. White

Jamie E. Yordán

### **Executive Officers:**

Jeffrey H. Donahue President

Helen W. Whitehead Chief Administrative Officer

Scott Hoekman Senior Vice President **Paul Cummings** Senior Vice President Craig Mellendick Chief Financial Officer Joseph Wesolowski Senior Vice President Bruce Rothschild Senior Vice President C. Lamar Seats Senior Vice-President Doug Able Senior Vice-President Elizabeth O'Leary Senior Vice-President

Charlie Werhane Vice Chairman and Chief Operating Officer

The address for each of the Officers listed above is 10227 Wincopin Circle, Suite 810, Columbia, Maryland 21044.

